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March 23, 2018

BY ECF

The Honorable Vernon S. Broderick
United States District Judge
United States District Court SDNY
Thurgood Marshall United States Courthouse
40 Foley Square
New York, New York 10007

Re: Orange County Water District v. Unocal Corp., et al., No. 04 Civ. 04968

Dear Judge Broderick:

Plaintiff Orange County Water District ("Plaintiff") and Tosco Corporation, ConocoPhillips Company, f/k/a Phillips Petroleum Company, individually and as successor-in-interest to Tosco Corporation, and Phillips 66 (collectively, "ConocoPhillips", and together with Plaintiff, the "Settling Parties") respectfully submit this joint letter in connection with a settlement reached in the above-captioned matter.

The Settling Parties have resolved the matters between them pursuant to a settlement agreement and release dated October 11, 2017 (the "Settlement Agreement") entered into following the remand of this matter to the United States District Court for the Central District of California, under the caption *Orange County Water District v. Unocal Corp., et al.*, No. 8:03-cv-01742. The Settlement Agreement is attached as Exhibit 1 to this letter.

The Settlement Agreement was filed in the Central District of California action on October 31, 2017 in connection with a motion for good faith settlement determination under California law. This motion was unopposed. The motion was granted on December 11, 2017 and a judgment entered on January 3, 2018.¹ See Order Granting Mot. for Order Determining

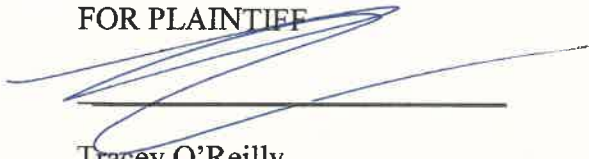
¹ In accordance with Rule 1(C) of Your Honor's Individual Rules, the Settling Parties provided notice to the Court on December 23, 2017 that they had reached a settlement agreement in this matter.

Good Faith Settlement, ECF No. 311, attached as Ex. 2; Order of Dismissal, ECF No. 317, attached as Ex. 3.

The Settlement Agreement resolves all claims brought by Plaintiff against ConocoPhillips in both the action remanded to the Central District of California and the action pending before this Court, and has been determined to have been made in good faith under California law. The Settling Parties therefore respectfully request that this Court enter the enclosed proposed Order of Dismissal with Prejudice as to ConocoPhillips in the above-captioned action in the Southern District of New York. The proposed Order is attached as Exhibit 4 to this letter, and has been transmitted to the Court's Orders and Judgments Clerk pursuant to Rule 1(B) of Your Honor's Individual Rules.

Respectfully submitted,

FOR PLAINTIFF



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FOR CONOCOPHILLIPS

/s/ Mary Rose Alexander

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